

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re :
MOTORS LIQUIDATION COMPANY, *et al.*, : Chapter 11 Case No.
f/k/a General Motors Corp., *et al.* :
Debtors. : 09-50026 (REG)
: (Jointly Administered)
:-----X

CERTIFICATE OF PUBLICATION

I, Angela Ferrante, certify as follows:

1. I am a Director with the Business Reorganization Department of the Melville office of The Garden City Group, Inc., the claims and noticing agent for the debtors and debtors-in-possession (the "Debtors") in the above-captioned proceeding. The business address for the Melville office is 105 Maxess Road, Melville, New York 11747

2. On July 6, 2009, at the direction of Weil, Gotshal & Manges LLP, counsel for the Debtors, I caused publication of the **Notice of Final Order Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Interests in the Debtors' Estates (Docket No. 2539)** in the following publications:

Publication Name

The New York Times, National

The Wall Street Journal, National

3. I certify under penalty of perjury that, to the best of my knowledge, the foregoing is true and correct.

Dated: Melville, New York
July 29, 2009

/s/ Angela Ferrante
Angela Ferrante

THE WALL STREET JOURNAL.

Monday, July 6, 2009 B7

LEGAL NOTICES

BANKRUPTCIES

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re
GENERAL MOTORS : Chapter 11 Case No.
CORP., et al., : 09-50026 (REG)
Debtors. : (Jointly Administered)

NOTICE OF FINAL ORDER ESTABLISHING NOTIFICATION PROCEDURES AND APPROVING RESTRICTIONS ON CERTAIN TRANSFERS OF INTERESTS IN THE DEBTORS' ESTATES

TO ALL PERSONS OR ENTITIES WITH EQUITY INTERESTS
IN THE DEBTORS'

PLEASE TAKE NOTICE that on June 1, 2009 (the "Commencement Date"), General Motors Corporation ("GM") and certain of its subsidiaries and affiliates, as debtors and debtors in possession (collectively, the "Debtors") commenced a case under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). Section 362(a) of the Bankruptcy Code operates as a stay of any act to obtain possession of property of the Debtors' estates or of property from the Debtors' estates or to exercise control over property of the Debtors' estates.

PLEASE TAKE FURTHER NOTICE that on June 25, 2009 the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), having jurisdiction over this chapter 11 case, upon motion of the Debtors (the "Motion") entered a final order (docket number 2539) (i) finding that the Debtors' net operating loss carryforwards ("NOLs") and certain other tax attributes, including their foreign tax credit and other excess credit carryforwards (together with the NOLs, the "Tax Attributes") are property of the Debtors' estates and are protected by section 362(a) of the Bankruptcy Code, (ii) finding that trading in GM common stock (the "GM Stock") could severely limit the Debtors' ability to use the Tax Attributes for purposes of the Internal Revenue Code of 1986, as amended (the "Tax Code"), and (iii) approving the procedures set forth below to preserve the Tax Attributes pursuant to sections 105(a) and 362(a) of the Bankruptcy Code retroactively effective as of the Commencement Date (the "Final Order").

ANY ACQUISITION IN VIOLATION OF THE RESTRICTIONS SET FORTH BELOW SHALL BE NULL AND VOID AB INITIO AS AN ACT IN VIOLATION OF THE AUTOMATIC STAY UNDER SECTIONS 105(A) AND 362 OF THE BANKRUPTCY CODE.

PLEASE TAKE FURTHER NOTICE that the following procedures and restrictions have been approved by the Bankruptcy Court and shall apply to holding and trading in GM Stock:

(i) **Notice of Substantial GM Stock Ownership.** Any person or Entity (as such term is defined in section 362 of the Code, including persons acting pursuant to a formal or informal understanding among themselves to make a coordinated acquisition) that beneficially owns, at any time on or after the Commencement Date, GM Stock in an amount sufficient to qualify such person or Entity as a Substantial Equityholder (as hereinafter defined) shall file with the Court, and serve upon the Debtors, the attorneys for the Debtors, and the attorneys for any statutory committee of unsecured creditors appointed in these cases (the "Creditors' Committee"), a Notice of Substantial Stock Ownership (a "Substantial Ownership Notice") (visit www.nysb.uscourts.gov or www.emcourtdocs.com), which describes specifically and in detail the GM Stock ownership of such person or Entity, or on before the date that is the later of: (a) ten (10) days after the entry of the Interim Order or Final Order, as applicable, and (b) ten (10) days after that person or Entity qualifies as a Substantial Equityholder. At the holder's election, the Substantial Ownership Notice to be filed with the Court (but not such notice served upon the Debtors, the attorneys for the Debtors and the attorneys for the Creditors' Committee) may be reduced to exclude such holder's taxpayer identification number and the number of shares of GM Stock that such holder beneficially owns.

(2) **Acquisition of GM Stock or Options.** At least fifteen (15) business days prior to the proposed date of any transfer of equity securities (including Options, as hereinafter defined, to acquire such securities) that would result in an increase in the amount of GM Stock beneficially owned by any person or Entity that currently is or subsequently becomes a Substantial Equityholder, or that would result in a person or Entity becoming a Substantial Equityholder (a "Proposed Equity Acquisition Transaction"), such person, Entity or Substantial Equityholder (a "Proposed Equity Transferee") shall file with the Court, and serve upon the Debtors, the attorneys for the Debtors, and the attorneys for the Creditors' Committee, a Notice of Intent to Purchase, Acquire, or Otherwise Acquire GM Stock (an "Equity Acquisition Notice") (visit www.nysb.uscourts.gov or www.emcourtdocs.com), which describes specifically and in detail the proposed transaction in which GM Stock is to be acquired. At the holder's election, the Equity Acquisition Notice that is filed with the Court (but not such notice served upon the Debtors, the attorneys for the Debtors and the attorneys for the Creditors' Committee) may be reduced to exclude such holder's taxpayer identification number and the number of shares of GM Stock that such holder beneficially owns and proposes to purchase or otherwise acquire.

(3) **Disposition of GM Stock or Options.** At least fifteen (15) business days prior to the proposed date of any transfer or other disposition of equity securities (including Options to acquire such securities) that would result in a decrease in the amount of GM Stock beneficially owned by a Substantial Equityholder or that would result in a person or Entity ceasing to be a Substantial Equityholder (a "Proposed Equity Disposition Transaction," and together with a Proposed Equity Acquisition Transaction, a "Proposed Equity Transaction"), such person, Entity, or Substantial Equityholder (a "Proposed Equity Transferee") shall file with the Court, and serve upon the Debtors, the attorneys for the Debtors, and the attorneys for the Creditors' Committee, a Notice of Intent to Sell, Trade, or Otherwise Transfer GM Stock (an "Equity Disposition Notice," and together with an Equity Acquisition Notice, an "Equity Trading Notice") (visit www.nysb.uscourts.gov or www.emcourtdocs.com), which describes specifically and in detail the proposed transaction in which GM Stock would be transferred. At the holder's election, the Equity Disposition Notice that is filed with the Court (but not such notice served upon the Debtors, the attorneys for the Debtors and the attorneys for the Creditors' Committee)

(ee) may be redacted to exclude such holder's taxpayer identification number and the number of shares of GM Stock that such holder beneficially owns and proposes to sell or otherwise transfer.

(4) **Objection Procedures.** The Debtors and the Creditors' Committee shall have ten (10) business days after the filing of an Equity Trading Notice (the "Equity Objection Deadline") to file with the Court and serve on a Proposed Equity Transferee or a Proposed Equity Transferor, as the case may be, an objection to any proposed transfer of equity securities (including Options to acquire such securities) described in such Equity Trading Notice on the grounds that such transfer may adversely affect the Debtors' ability to utilize the Tax Attributes (an "Equity Objection") as a result of an ownership change under section 382 or section 383 of the Tax Code.

(i) If the Debtors or the Creditors' Committee file an Equity Objection by the Equity Objection Deadline, then the Proposed Equity Transaction shall not be effective unless approved by a final and nonappealable order of this Court.

(ii) If the Debtors or the Creditors' Committee do not file an Equity Objection by the Equity Objection Deadline, or if the Debtors and the Creditors' Committee provide written authorization to the Proposed Equity Transferee or the Proposed Equity Transferor, as the case may be, approving the Proposed Equity Transaction, prior to the Equity Objection Deadline, then such Proposed Equity Transaction may proceed solely as specifically described in the Equity Trading Notice. Any further Proposed Equity Transaction must be the subject of additional notices as set forth herein with an additional fifteen (15) business days waiting period.

(5) **Unauthorized Transactions in GM Stock or Options.** Effective as of the Commencement Date and until further order of the Court to the contrary, any acquisition, disposition or other transfer of equity securities (including Options to acquire such securities) of the Debtors in violation of the procedures set forth herein shall be null and void ab initio as an act in violation of the automatic stay under sections 105(a) and 362 of the Bankruptcy Code retroactively effective as of the Commencement Date (the "Final Order").

ANY ACQUISITION IN VIOLATION OF THE RESTRICTIONS SET FORTH BELOW SHALL BE NULL AND VOID AB INITIO AS AN ACT IN VIOLATION OF THE AUTOMATIC STAY UNDER SECTIONS 105(A) AND 362 OF THE BANKRUPTCY CODE.

PLEASE TAKE FURTHER NOTICE that the following procedures and restrictions have been approved by the Bankruptcy Court and shall apply to holding and trading in GM Stock:

(i) **Definition.** For purposes of the Final Order, the following terms have the following meanings:

(i) **Substantial Equityholder.** A "Substantial Equityholder" is any person or Entity that beneficially owns at least 27,000,000 shares of GM's common stock ("GM Common Stock") (representing approximately 4.5% of all issued and outstanding shares of GM's common stock).

(ii) **Beneficial Ownership.** "Beneficial ownership" (or any variation thereof) of GM Stock and Options to acquire GM Stock shall be determined in accordance with applicable rules under section 362 of the Tax Code, the U.S. Department of Treasury regulations ("Treasury Regulations") promulgated thereunder and rulings issued by the Internal Revenue Service, and thus, to the extent provided in those rules, from time to time shall include, without limitation, (A) direct and indirect ownership (e.g., a holding company would be considered to be beneficially own all stock owned or acquired by its subsidiaries), (B) ownership by a holder's family members and any group of persons acting pursuant to a formal or informal understanding to make a coordinated acquisition of stock, and (C) in certain cases to the extent set forth in Treasury Regulations Section 1.382-4, the ownership of an Option to acquire GM Stock.

(iii) **Option.** An "Option" to acquire stock includes any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock, or similar interest regardless of whether it is contingent or otherwise not currently exercisable, and

(iv) **GM Stock.** "GM Stock" shall mean GM Common Stock. For the avoidance of doubt, by operation of the definition of beneficial ownership, an owner of an Option to acquire GM Stock may be treated as the owner of such GM Stock.

FAILURE TO FOLLOW THE PROCEDURES SET FORTH IN THIS NOTICE WILL CONSTITUTE A VIOLATION OF THE AUTOMATIC STAY PRESCRIBED BY SECTION 362 OF THE BANKRUPTCY CODE.

ANY PROHIBITED ACQUISITION OR OTHER TRANSFER OF GM STOCK IN VIOLATION OF THE FINAL ORDER WILL BE NULL AND VOID AB INITIO AND MAY LEAD TO CONTEMPT, COMPENSATORY DAMAGES, PUNITIVE DAMAGES, OR SANCTIONS BEING IMPOSED BY THE BANKRUPTCY COURT.

THE DEBTORS MAY WAIVE, IN WRITING, ANY AND ALL RESTRICTIONS, STAYS, AND NOTIFICATION PROCEDURES CONTAINED IN THE FINAL ORDER, PROVIDED THAT, DURING AND AFTER THE 363 TRANSACTION, THE DEBTORS SHALL NOT GRANT ANY WAIVER WITHOUT THE WRITTEN CONSENT OF NEW GM, WHICH CONSENT SHALL NOT BE UNREASONABLY WITHHELD.

PLEASE TAKE FURTHER NOTICE that a copy of the Motion (including exhibits) available for inspection by accessing the website of the Bankruptcy Court at www.nysb.uscourts.gov or of the Debtors' notice and claims agent, The Garden City Group, Inc., at www.emcourtdocs.com.

PLEASE TAKE FURTHER NOTICE that any person or entity desirous of acquiring an interest restricted by the Final Order may request relief for cause at any time and the Debtors may oppose such relief.

PLEASE TAKE FURTHER NOTICE that the requirements set forth in this Notice are in addition to the requirements of Bankruptcy Rule 3001(e) and applicable securities, corporate, and other laws, and do not excuse compliance therewith.

BY ORDER OF THE COURT

Dated New York, New York
June 25, 2009

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone (212) 310-8000
Facsimile (212) 310-8007
Attorneys for Debtors
and Debtors in Possession

All capitalized terms not expressly defined herein shall have the meaning ascribed to them in the Motion

NOTICE OF SALE

IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re
Nortel Networks Inc., et al. : Chapter 11
Case No 09-10138 (KG)
Debtors : Jointly Administered

NOTICE OF PUBLIC AUCTION AND SALE HEARING

PLEASE TAKE NOTICE that on June 19, 2009 Nortel Networks Inc. ("NNI") and certain of its affiliates ("Nortel"), including debtor Nortel Networks International Inc. ("NNII") and other Nortel entities subject to creditor protection proceedings in the United States and Canada (the "Sellers"), entered into an agreement (the "Agreement") to convey certain assets in Nortel's CMDE and LTE Business (together, the "Assets") to Nokia Siemens Networks B.V. ("the Purchaser"), as more fully set forth in that motion for approval of the Agreement and other related relief, filed with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") on June 19, 2009 (D.I. 931) (the "Sale Motion"). The Sellers seek to sell to the Purchaser or such other successful bidder(s) at an auction (the "Successful Bidder") the Assets covered by the Agreement free and clear of all liens, claims, encumbrances and other interests pursuant to section 363 of the Bankruptcy Code, except as set forth in the Agreement.

PLEASE TAKE FURTHER NOTICE that the terms and conditions of the proposed sale to the Purchaser are set forth in the Agreement attached to the Sale Motion. The Agreement represents the results of extensive marketing efforts conducted by the Sellers to obtain the highest and best offer for the Assets.

PLEASE TAKE FURTHER NOTICE that on June 30, 2009, the Bankruptcy Court entered an order (D.I. 1012) (the "Bidding Procedures Order") approving the bidding procedures (the "Bidding Procedures"), which set the key dates and times related to the sale of the Assets under the Agreement. All interested bidders should carefully read the Bidding Procedures.

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the Bidding Procedures Order, an auction (the "Auction") to sell the Assets will be conducted at the offices of Cleary Gottlieb Steen & Hamilton LLP, One Liberty Plaza, New York, New York 10006 on **July 24, 2009** at 9:00 a.m. (ET) (the "Auction Date"). Only the Sellers, the Purchaser, the Committee, the Bondholder Group, and the Monitor (and the advisors to each of the foregoing), any creditor of the Sellers and any other Qualified Bidder that has timely submitted a Qualified Bid, shall attend the Auction in person, and only the Purchaser and such other Qualified Bidders will be entitled to make any subsequent bids at the Auction.

scheduled to be assumed by the Debtors, by counterparties to such agreements (the "Counterparties"), (iii) objections by Counterparties to the adequate assurance of future performance by the Purchaser, and (iv) Counterparties to request adequate assurance information regarding bidders other than the Purchaser that will or may participate at the Auction (the "General Objection Deadline"), (b) **July 21, 2009 at 4:00 p.m. (ET)** as the Bid Deadline (as defined in the Bidding Procedures), and (c) **July 27, 2009 at 4:00 p.m. (ET)** as the deadline for supplemental objections with respect to objections regarding adequate assurance of future performance by Qualified Bidders other than the Purchaser.

PLEASE TAKE FURTHER NOTICE that all general objections to the relief requested in the Sale Motion, other than those made by Counterparties, must be (a) in writing, (b) signed by counsel or attested to by the objecting party, (c) conform to the Bankruptcy Rules and the Local Rules filed with the Clerk of the Bankruptcy Court, 824 Market Street, Wilmington, Delaware 19801, by no later than the General Objection Deadline, or other applicable deadline as indicated above, and (e) served in accordance with the Local Rules so as to be received on or before the Objection Deadline by the following: (i) counsel to the Debtors Cleary Gottlieb Steen & Hamilton LLP, One Liberty Plaza, New York, New York 10006, Fax (212) 225-3999 (Attn James L. Bromley and Lisa M. Schweitzer) and Morris, Nichols, Arnett & Tunnell LLP, 1201 North Market Street, Wilmington, Delaware 19801, Fax (302) 658-3989 (Attn Derek C Abbott); (b) counsel to the Purchaser Skadden, Arps, Slate, Meagher & Flom LLP & Affiliates, Four Times Square, New York, New York 10036, Fax (212) 735-2000 (Attn N. Lynn Hiestand) and Skadden, Arps, Slate, Meagher & Flom LLP & Affiliates, One Rodney Square, P.O. Box 636, Wilmington, Delaware 19801, Fax (302) 651-3000 (Attn Sarah E. Pierce and Gregg M. Galardi); (c) counsel to the Committee, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036, Fax (212) 872-1002 (Attn Fred S. Hodara, Stephen Kuhn and Kenneth Davis); and Richards, Layton & Fingers, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn Christopher M. Samis), and (d) counsel to the Bondholder Group Milbank, Tweed, Hadley & McCloy, One Chase Manhattan Plaza, New York, New York 10006, Fax (212) 822-5735 (Attn Roland Hsiaw).

PLEASE TAKE FURTHER NOTICE that this notice is subject to the full terms and conditions of the Sale Motion, the Bidding Procedures Order and the Bidding Procedures and Nortel encourages parties in interest to review such documents in their entirety. Copies of the Sale Motion, the Agreement, and the Bidding Procedures Order (including the Bidding Procedures) are available at the offices of Cleary Gottlieb Steen & Hamilton LLP, One Liberty Plaza, New York, New York 10006 on **July 24, 2009** at 9:00 a.m. (ET) (the "Auction Date").

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the Bidding Procedures Order, an auction (the "Auction") to sell the Assets will be conducted at the offices of Cleary Gottlieb Steen & Hamilton LLP, One Liberty Plaza, New York, New York 10006 on **July 24, 2009** at 9:00 a.m. (ET) (the "Auction Date"). Only the Sellers, the Purchaser, the Committee, the Bondholder Group, and the Monitor (and the advisors to each of the foregoing), any creditor of the Sellers and any other Qualified Bidder that has timely submitted a Qualified Bid, shall attend the Auction in person, and only the Purchaser and such other Qualified Bidders will be entitled to make any subsequent bids at the Auction.

GLOBAL, NATIONAL, REGIONAL

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PUBLIC NOTICES

Notice to Investors in the Mortgage Asset Backed Pass-Through Certificates RALI Series 2006-Q02, 2006-Q03 and 2006-Q06 Securitizations

Goldman, Sachs & Co. ("Goldman Sachs") wishes to inform holders of the Mortgage Asset Backed Pass-Through Certificates RALI Trust Series 2006-Q02, 2006-Q03 and 2006-Q06 securitizations ("RALI 2006-Q02," "RALI 2006-Q03" and "RALI 2006-Q06," respectively) that it has become aware of an inconsistency between the definition of "Trigger Event" in the Final Term Sheets for the respective transactions, on one hand, and the Prospectus Supplements (and Pooling and Servicing Agreements) for the respective transactions, on the other. Goldman Sachs highlights this discrepancy to inform certificateholders that the distribution payments be made with respect to certain classes of certificates for the respective transactions may not be consistent with the structure described in the Term Sheets.

Pursuant to the Term Sheets in the event of certain realized losses, proceeds from the mortgage loans are to be distributed such that principal collections on the mortgage loans are allocated sequentially to reduce the principal balance of the Class A-1 certificates first, the Class A-2 certificates second and the Class A-3 certificates third. Pursuant to the Prospectus Supplements (and Pooling and Servicing Agreements), however, principal collections are allocated to Classes A-1, A-2 and A-3 on a pro rata basis.

The definition of "Trigger Event" in the Prospectus Supplements (and the Pooling and Servicing Agreements) requires the occurrence of a "Stepdown Date," which in turn requires that the aggregate stated principal balance of the mortgage loans exceed the aggregate certificate principal balance of the Class A and Class M certificates by certain specified amounts. Under this definition, even if certain realized losses reach the levels specified in subparagraph (ii) of the definition, a Trigger Event will not be in effect unless a "Stepdown Date" has occurred. In contrast, under the definition of "Trigger Event" in the Term Sheets, if realized losses reach the specified levels, a "Trigger Event" will occur regardless of whether a "Stepdown Date" has occurred.

We have discussed this matter with Residential Funding Company LLC (the master servicer and sponsor), and with U.S. Bank National Association and Deutsche Bank Trust Company Americas (the trustees) and to date no action has been taken to address the issue.

If you have any questions, please contact Sang Kim at (212) 902-8680.

BIDS & PROPOSALS

GLOBAL NOTICE INVITING TENDER

M/s. Worley Parsons Engineering Pvt. Ltd. on behalf of Hindustan Petroleum Corporation Limited (HPCL) invites tenders under Single Stage two bids system from eligible Bidders for GSRS Products Evacuation Project, as per details given in the Tender Document:

TENDER NO.:

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORKIn re Chapter 11 Case No.
GENERAL MOTORS
CORP., et al.
Debtors (Jointly/Administered)NOTICE OF FINAL ORDER ESTABLISHING
NOTIFICATION PROCEDURES AND APPROVING
RESTRICTIONS ON CERTAIN TRANSFERS OF
INTERESTS IN THE DEBTORS' ESTATES

TO ALL PERSONS OR ENTITIES WITH EQUITY INTERESTS IN THE DEBTORS:

PLEASE TAKE NOTICE that on June 1, 2009 (the "Commencement Date"), General Motors Corporation ("GM") and certain of its subsidiaries and affiliates, as debtors and debtors in possession (collectively, the "Debtors") commenced a case under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). Section 362(a) of the Bankruptcy Code operates as a stay of any act to obtain possession of property of the Debtors' estates or of property from the Debtors' estates or to exercise control over property of the Debtors' estates.

PLEASE TAKE FURTHER NOTICE that on June 25, 2009 the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), having jurisdiction over this chapter 11 case, upon motion of the Debtors (the "Motors"), entered a final order (docket number 2539) (i) finding that the Debtors' net operating loss carryforwards ("NOLs") and certain other tax attributes, including their foreign tax credit and other excess credit carryforwards (together with the NOLs, the "Tax Attributes") are property of the Debtors' estates and are protected by section 362(a) of the Bankruptcy Code; (ii) finding that trading in GM common stock (the "GM Stock") could severely limit the Debtors' ability to use the Tax Attributes for purposes of the Internal Revenue Code of 1986, as amended (the "Tax Code"); and (iii) approving the procedures set forth below to preserve the Tax Attributes pursuant to sections 105(a) and 362(e) of the Bankruptcy Code retroactively effective as of the Commencement Date (the "Final Order").

ANY ACQUISITION IN VIOLATION OF THE RESTRICTIONS SET FORTH BELOW SHALL BE NULL AND VOID AB INITIO AS AN ACT IN VIOLATION OF THE AUTOMATIC STAY UNDER SECTIONS 105(A) AND 362 OF THE BANKRUPTCY CODE.

PLEASE TAKE FURTHER NOTICE that the following procedures and restrictions have been approved by the Bankruptcy Court and shall apply to holding and trading in GM Stock:

(1) Notice of Substantial GM Stock Ownership

Any person or Entity (as such term is defined in section 382 of the Code, including persons acting pursuant to a formal or informal understanding among themselves to make a coordinated acquisition) that beneficially owns, at any time on or after the Commencement Date, GM Stock in an amount sufficient to qualify such person or Entity as a Substantial Equityholder (as hereinafter defined) shall file with the Court, and serve upon the Debtors, the attorneys for the Debtors, and the attorneys for any statutory committee of unsecured creditors appointed in these cases (the "Creditors' Committee"), a Notice of Substantial Stock Ownership (a "Substantial Ownership Notice") (visit www.gmcourtdocs.com), which describes specifically and in detail the GM Stock ownership of such person or Entity, on or before the date that is the later of, (a) ten (10) days after the entry of the Interim Order or Final Order, as applicable, and (b) ten (10) days after that person or Entity qualifies as a Substantial Equityholder. At the holder's election, the Substantial Ownership Notice to be filed with the Court (but not such notice served upon the Debtors, the attorneys for the Debtors and the attorneys for the Creditors' Committee) may be redacted to exclude such holder's taxpayer identification number and the number of shares of GM Stock that such holder beneficially owns.

(2) Acquisition of GM Stock or Options. At least fifteen (15) business days prior to the proposed date of any transfer of equity securities (including Options, as hereinafter defined, to acquire such securities) that would result in an increase in the amount of GM Stock beneficially owned by any person or Entity that currently is or subsequently becomes a Substantial Equityholder that would result in a person or Entity becoming a Substantial Equityholder (a "Proposed Equity Acquisition Transaction"), such person, Entity or Substantial Equityholder (a "Proposed Equity Transferee") shall file with the Court, and serve upon the Debtors, the attorneys for the Debtors, and the attorneys for the Creditors' Committee, a Notice of Intent to Purchase, Acquire, or Otherwise Accumulate GM Stock (an "Equity Acquisition Notice") (visit www.nysb.uscourts.gov or www.gmcourtdocs.com) which describes specifically and in detail the proposed transaction in which GM Stock is to be acquired. At the holder's election, the Equity Acquisition Notice that is filed with the Court (but not such notice served upon the Debtors, the attorneys for the Debtors and the attorneys for the Creditors' Committee) may be redacted to exclude such holder's taxpayer identification number and the number of shares of GM Stock that such holder beneficially owns and proposes to purchase or otherwise acquire.

(3) Disposition of GM Stock or Options. At least fifteen (15) business days prior to the proposed date of any transfer or other disposition of equity securities (including Options to acquire such securities) that would result in a decrease in the amount of GM Stock beneficially owned by a Substantial Equityholder or that would result in a person or Entity ceasing to be a Substantial Equityholder (a "Proposed Equity Disposition Transaction," and together with a Proposed Equity Acquisition Transaction, a "Proposed Equity Transaction"), such person, Entity or Substantial Equityholder (a "Proposed Equity Transferor") shall file with the Court, and serve upon the Debtors, the attorneys for the Debtors, and the attorneys for the Creditors' Committee, Notice of Intent to Sell, Trade, or Otherwise Transfer GM Stock (an "Equity Disposition Notice," and together with an Equity Acquisition Notice, an "Equity Trading Notice") (visit www.nysb.uscourts.gov or www.gmcourtdocs.com), which describes specifically and in detail the proposed transaction in which GM Stock would be transferred. At the holder's election, the Equity Disposition Notice that is filed with the Court (but not such notice

served upon the Debtors, the attorneys for the Debtors and the attorneys for the Creditors' Committee) may be redacted to exclude such holder's taxpayer identification number and the number of shares of GM Stock that such holder beneficially owns and proposes to sell or otherwise transfer.

(4) Objection Procedures. If the Debtors and the Creditors' Committee shall have ten (10) business days after the filing of an Equity Trading Notice (the "Equity Objection Deadline") to file with the Court and serve on a Proposed Equity Transferee or a Proposed Equity Transferor, as the case may be, an objection to any proposed transfer of equity securities (including Options to acquire such securities) described in such Equity Trading Notice on the grounds that such transfer may adversely affect the Debtors' ability to utilize the Tax Attributes (an "Equity Objection") as a result of an ownership change under section 382 of the Tax Code.

(i) If the Debtors or the Creditors' Committee file an Equity Objection by the Equity Objection Deadline, then the Proposed Equity Transaction shall not be effective unless approved by a final and nonappealable order of this Court.

(ii) If the Debtors or the Creditors' Committee do not file an Equity Objection by the Equity Objection Deadline, or if the Debtors and the Creditors' Committee provide written authorization to the Proposed Equity Transferee or the Proposed Equity Transferor, as the case may be, approving the Proposed Equity Transaction, prior to the Equity Objection Deadline, then such Proposed Equity Transaction may proceed solely as specifically described in the Equity Trading Notice. Any further Proposed Equity Transaction must be the subject of additional notices as set forth herein with an additional fifteen (15) business day waiting period.

(5) Unauthorized Transactions in GM Stock or Options. Effective as of the Commencement Date and until further order of the Court to the contrary, any acquisition, disposition or other transfer of equity securities (including Options to acquire such securities) of the Debtors in violation of the procedures set forth herein shall be null and void ab initio as an act in violation of the automatic stay under sections 105(a) and 362 of the Bankruptcy Code.

(6) Definitions. For purposes of the Final Order, the following terms have the following meanings.

(i) Substantial Equityholder. A "Substantial Equityholder" is any person or Entity that beneficially owns at least 27,000,000 shares of GM's common stock ("GM Common Stock") (representing approximately 4.5% of all issued and outstanding shares of GM's common stock).

(ii) Beneficial Ownership. "Beneficial ownership" (or any variation thereof of GM Stock and Options to acquire GM Stock) shall be determined in accordance with applicable rules under section 382 of the Tax Code, the U.S. Department of Treasury regulations ("Treasury Regulations") promulgated thereunder and rulings issued by the Internal Revenue Service, and, thus, to the extent provided in those rules, from time to time shall include, without limitation, (A) direct and indirect ownership (e.g., a holding company would be considered to beneficially own all stock owned or acquired by its subsidiaries), (B) ownership by a holder's family members and any group of persons acting pursuant to a formal or informal understanding to make a coordinated acquisition of stock, and (C) in certain cases to the extent set forth in Treasury Regulation Section 1.382-4, the ownership of an Option to acquire GM Stock.

(iii) Option. An "Option" to acquire stock includes any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock, or similar interest regardless of whether it is contingent or otherwise not currently exercisable, and

(iv) GM Stock. "GM Stock" shall mean GM Common Stock. For the avoidance of doubt, by operation of the definition of beneficial ownership, an owner of an Option to acquire GM Stock may be treated as the owner of such GM Stock.

FAILURE TO FOLLOW THE PROCEDURES SET FORTH IN THIS NOTICE WILL CONSTITUTE A VIOLATION OF THE AUTOMATIC STAY PREScribed BY SECTION 362 OF THE BANKRUPTCY CODE.

ANY PROHIBITED ACQUISITION OR OTHER TRANSFER OF GM STOCK IN VIOLATION OF THE FINAL ORDER WILL BE NULL AND VOID AB INITIO AND MAY LEAD TO CONTEMPT, COMPENSATORY DAMAGES, PUNITIVE DAMAGES, OR SANCTIONS BEING IMPOSED BY THE BANKRUPTCY COURT.

THE DEBTORS MAY WAIVE, IN WRITING, ANY AND ALL RESTRICTIONS, STAYS, AND NOTIFICATION PROCEDURES CONTAINED IN THE FINAL ORDER, PROVIDED THAT PENDING AND AFTER THE 363 TRANSACTION, THE DEBTORS SHALL NOT GRANT ANY WAIVER WITHOUT THE WRITTEN CONSENT OF NEW GM, WHICH CONSENT SHALL NOT BE UNREASONABLY WITHHELD.

PLEASE TAKE FURTHER NOTICE that a copy of the Motion (Including exhibits) is available for inspection by accessing the website of the Bankruptcy Court at www.nysb.uscourts.gov or of the Debtors' notice and claims agent, The Garden City Group, Inc., at www.gmcourtdocs.com.

PLEASE TAKE FURTHER NOTICE that any person or entity desirous of acquiring an interest restricted by the Final Order may request relief for cause at any time and the Debtors may oppose such relief.

PLEASE TAKE FURTHER NOTICE that the requirements set forth in this Notice are in addition to the requirements of Bankruptcy Rule 3001(e) and applicable securities, corporate, and other laws, and do not excuse compliance therewith.

BY ORDER OF THE COURT

Dated: New York, New York
June 25, 2009

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767 Fifth Avenue
New York, New York 10153
Telephone (212) 310-8000
Facsimile (212) 310-8007
Attorneys for Debtors
and Debtors in Possession

All capitalized terms not expressly defined herein shall have the meaning ascribed to them in the Motion.

BY ORDER OF THE COURT

A Father of Netscape Begins
A Silicon Valley Venture Firm

BY CLAIRE CAIN MILLER

The man who popularized the Web browser has started a venture capital fund to back the next generation of new technologies.

Marc Andreessen, who co-founded Netscape, is announcing on Monday that he and Ben Horowitz, a longtime business associate, have raised \$300 million that they intend to invest in technology companies. The venture capital firm, Andreessen Horowitz, will risk small sums, as little as \$50,000, on new ideas.

Then, if they work, they will put in more money, as much as \$50 million, for the companies to

Starting small to see what ideas have the most promise.

grow globally. The fund will have its offices on Sand Hill Road, the stretch in Menlo Park, Calif., that is home to top venture firms.

Andreessen Horowitz will be testing a theory of investing, one that has lost favor in recent years in Silicon Valley, that smaller funds making smaller investments in very young companies will yield higher returns.

Five-year returns in the venture capital industry, which reached 48 percent in 2000 at the height of the dot-com bubble, were just 6 percent through 2008, according to the National Venture Capital Association. Venture investors make much of their money when their start-ups go public, but only four have sold shares to the public this year.

Andreessen Horowitz plans to look for companies like Facebook, where Mr. Andreessen is a director. Facebook started with just \$500,000 but has since raised

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(300)

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327